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LAW OFFICES

H. CASSEDY SUMRALL, JR.

PROFESSIONAL ASSOCIATION

54 NORTHEAST FOURTH AVENUE  
DELRAY BEACH, FLORIDA 33483

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June 16, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32301

400001516464  
-06/19/95--01038--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: MIAMI BAGEL, INC.

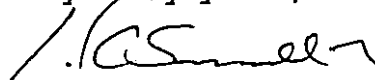
Dear Ladies:

I enclose the original and one (1) copy of the Articles of Incorporation for MIAMI BAGEL, INC. and my check in the amount of \$122.50 to cover the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Resident Agent Form	<u>\$35.00</u>
Total	\$122.50

If everything is in order, please file the Articles and forward one (1) certified copy to me.

Very truly yours,



H. CASSEDY SUMRALL, JR.

HCSJr/cjm

encl.

07:13:51 AM '95

WJW

ARTICLES OF INCORPORATION

OF

MIAMI BAGEL, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be:

**MIAMI BAGEL, INC.**

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely;

Engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of the corporation shall be: 7500 shares at \$1.00 par value.

All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

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#### ARTICLE IV

##### CORPORATE EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND MAILING ADDRESS

The initial registered office and the mailing address of the corporation shall be: 590 167th Street, Miami, FL 33162.

#### ARTICLE VI

##### BOARD OF DIRECTORS

The business of the corporation shall be managed, and its corporate powers exercised, by a Board of not less than one director. The exact number shall be established by the Bylaws, provided that the initial Board of Directors shall consist of three members. The acts of the majority of the Directors at a meeting where a quorum is present shall be the act of the Board of Directors. Directors' Meetings may be held within or without the state. The Directors may, by resolution, designate an Executive Committee, and members of the Board of Directors or an Executive Committee shall be deemed present at a meeting of such Board or Committee if a telephone conference, or similar communication equipment, by means of which all persons participating in the meeting can hear each other is used.

#### ARTICLE VII

##### OFFICERS

The officers of this corporation shall consist of a President, Vice-President, Secretary and Treasurer, and such other officers and agents as may be provided for by the Bylaws of this corporation who shall be chosen, serve for such term and have such duties as may be prescribed by such Bylaws. Any of said offices may be combined.

**ARTICLE VIII**

**INCORPORATOR**

The name and street address of the sole Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
WALTER ROGER BRUMLEY	590 167th Street, Miami, FL 33162

**ARTICLE IX**

**RESTRICTIONS ON SALE OR TRANSFER OF STOCK**

The corporation and/or shareholders of the corporation may enter into any agreement restricting the sale or transfer of shares of stock in this corporation which is authorized under the laws of Florida. The Bylaws of the corporation may contain any restrictions on the sale or transfer of shares of stock in this corporation which are authorized under the laws of Florida.

**ARTICLE X**

**INDEMNIFICATION**

Each Director and Officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred by him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be a party by reason of his being or having been made a director or officer of the corporation (said expenses to include attorneys' fees and costs or reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or officer may be entitled under any regulations, agreement, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

**ARTICLE XI**

**AMENDMENT OF ARTICLES**

The corporation reserves the right to amend, alter or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by the Statutes of the State of Florida, and all rights and powers conferred upon directors, officers and stockholders herein are granted subject to this reservation; provided, however, that no amendment, alteration or repeal of these Articles of Incorporation shall be valid unless consented to by a majority of the stockholders of the corporation entitled to vote thereon present at any stock holders' meeting concerning the same, if the notice of the proposed action was included in the notice of the meeting, or if such notice is waived in writing by all of the stockholders entitled to vote thereon.

**ARTICLE XII**

**DATE OF BEGINNING OF CORPORATION**

This corporation shall begin existence as of date of filing.

IN WITNESS OF THE FOREGOING, we have hereunto set our hands and seals this 15 day of June, 1995.

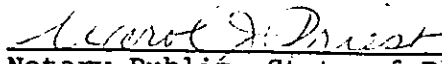
  
\_\_\_\_\_

WALTER ROGER BRUMLEY

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared WALTER ROGER BRUMLEY, personally known to me, who, being first by me duly sworn, say that he has executed the above and foregoing instrument for the purposes therein stated.

WITNESS my hand and official seal this 15 day of June, 1995.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Print name: CAROL J. PRIEST  
My Commission expires: 5/26/99



CAROL J. PRIEST  
MY COMMISSION # 00446328 EXPIRES  
May 26, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That MIAMI BAGEL, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida, has named WALTER ROGER BRUMLEY located at 590 167th Street, City of Miami, State of Florida, 33162 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

  
WALTER ROGER BRUMLEY  
Resident Agent

04-12-2014